



**Nation International Edutainment Public Company Limited
Criteria for the Rights of Minority Shareholders to Propose Agenda
to the Directors for inclusion at the Annual General Meeting of
Shareholders (AGM) 2022**

1. Objectives

In compliance with corporate good governance, Nation International Edutainment Public Co., Ltd. (NINE) maintains its commitment to the provision of impartial and equitable treatment of all shareholders. Accordingly, NINE offers all shareholders the opportunity to submit an additional agenda and to nominate qualified candidates through a fair and transparent procedure for a Company's Director at the Annual General Meeting of Shareholders (AGM).

2. Qualification of Shareholders

Shareholders who wish to propose an agenda and/or candidates for the Board of Directors must possess qualifications in accordance with the following criteria:

1. hold minimum shares of not less than 1 share
2. must have continuously held the share(s) for a period to the date of the proposed shareholders' meeting, AGM 2022
3. must present evidence of ownership of a share document, such as the share(s) certificate indicating share(s) held.

3. Agenda Proposal Methods

3.1. Consideration Procedure

1. A shareholder, who possesses the qualifications in accordance with Criteria no.1, must submit the completed agenda proposal form to the Board, or send a copy of the completed agenda proposal form via facsimile to 0-2338-3904, or via email address to investor@nine.co.th before sending the original completed agenda proposal form to the Board.

In this regard, the original completed agenda proposal form with the shareholder's signature, plus evidence of share(s) held, namely a Certified Letter of the Securities Company, or other evidence of the Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, together with any supporting documents beneficial to the consideration by the Board (if any), must be delivered to the Company by January 25th, 2022, at the following address:

Office of the Company Secretary,
Nation International Edutainment Public Co., Ltd.,
333 Lao Peng Nguan 1 Tower, 24th Floor, Zone A, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900
Tel. 02-091-5911

2. The Company Secretary will collect and screen all accepted documentation before submitting proposed agendas from shareholders to the Board of Directors for their consideration, prior to being accepted for inclusion in the agenda of AGM 2022, which should only be agendas appertaining to the Company and benefits from its business operations.

3. A proposed agenda approved by the Board, together with the Board's opinion, will be included in the Agenda of the AGM 2022 notice and the proposal result will be announced via company's website.

4. If a proposed agenda is not approved by the Board, the Company will inform the proposed agenda shareholder of the reason(s) for refusal through the Company's website and it will also be announced to all shareholders formally at the AGM 2022.

3.2 Agenda Proposals unacceptable for consideration

1. Proposals that violate the law, rules, or regulations of government agencies, or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company

2. Proposals beneficial only for specific persons, or groups

3. Proposals concerning the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation

4. Proposals which, in the opinion of the Directors, are considered unnecessary for consideration

5. Proposals contain incomplete and inaccurate information or in case that shareholder is unable to be contacted for additional information

6. Proposals for the company to take action which is beyond the power or control

7. Agenda that has been proposed within the past twelve months and received votes less than ten percent of the total votes; except the new items proposed are changed substantially from the first time

4. Characteristics/Qualifications of the persons nominated for election as directors

4.1.1 For the director position:

1. The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;

2. The person must be knowledgeable, competent, no conflict of interest, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order for its operation to be conducted in accordance with the standards and the appropriate guideline. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who possess the characteristics and qualifications as prescribed in the notification of the Capital Market Supervisory Board, i.e. at least one third of the board shall be independent directors, and in any cases, the number shall not be fewer than three, having at least three members of the Audit Committee. In this regard, the Company hereby informs you of these criteria. The shareholders are invited to nominate the person who is qualified to hold office as an independent director and a member of the Audit Committee. The qualifications required for being an independent director and a member of the Audit Committee are as follows:

4.1.2 For the independent director position:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

1. Holding no more than 1 percent of the total shares entitling to votes of the Company, its parent company, Subsidiary, associated company, major shareholder, or controlling person, including the shares held by related persons of any such independent director;

2. Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, Subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years. In this regard, these prohibited characteristics shall exclude the case where an independent director used to be a government officer or advisor of a governmental agency, which is a major shareholder or controlling person of the Company;

3. Neither having nor having had business relationship with the Company, its parent company, Subsidiary, associated company, major shareholder, or controlling person, in a manner which may interfere with his/her independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, Subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;

4. Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including the spouse of child) of the director, Executive, major shareholder, controlling person, or person to be nominated as director, Executive or controlling person of the Company or its Subsidiary;

5. Not being a director who is appointed as a representative of the Company's director, major shareholder, or any shareholder who is related to the Company's major shareholder;

6. Neither being nor having been an auditor of the Company, its parent company, Subsidiary, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, Subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;

7. Neither being nor having been any professional advisor, including legal advisor, financial advisor or appraiser, who receives service fees exceeding THB two million per annum from the Company, its parent company, Subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than two years;

8. Neither operating a business which has the same nature of business and competes with the business of the Company or its Subsidiary nor being significant partner in partnership or director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1 percent of the total shares entitling to votes of the other companies operating the business with the same nature and in competition with the Company or its Subsidiary; and

9. Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operations.

4.1.3 For a member of the Audit Committee:

1. A member of the Audit Committee must be an independent director of the Company; and
2. The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of duties to audit the reliability of the financial statements.

4.2 Requirements for nomination are:

1. Proof of share ownership such as certified letter from the securities company other evidence from the Stock Exchange of Thailand (SET)
2. Proof of Identity
 - a. Individual shareholder must submit a certified copy of the identification card
 - b. Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company
3. Education and Curriculum Vitae of Director Nominee
4. Letter of consent of Director Nominee

4.3 Consideration Procedure

1. Qualified shareholder shall sign up in Nomination form and submit the form with a written profile and qualifications of a director nominee including a letter of consent of each proposed nominee. All the forms could be downloaded from the Company's website at <http://www.nine.co.th> and mail to Chairman of Board of Directors within January 25th, 2022 as address below:

Chairman of Board of Directors
Nation International Edutainment Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor, Zone A, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

2. The Company Secretary will gather and review the proposals for the Board of Directors as follows:

- a) If the nominees to be director or the shareholder are not qualified according to the criteria as stipulated above, the Company Secretary will notify the shareholders the proposal is excluded within February 2022.
- b) If all required supporting documents are received, the Company Secretary will set them forth to the Company's Board of Directors for further consideration in the Annual Meeting of Shareholders to be held in February 2022.

3. The name of nominee approved by the Board along with the Board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Board, the Company will instantly inform the shareholders after the board meeting with the reason of the board's refusal through the Company's website at <http://www.nine.co.th>.